

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

October 4, 2002

RECORDATION NO. 20369-4 FILED

OCT 8 '02 3-03 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RE: Partial Termination of Master Lease Agreement dated as of September 13, 2002 for the Termination of Schedule No. 8 dated as of June 10, 1997 ("**Partial Termination**") by Helm Financial Corporation

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

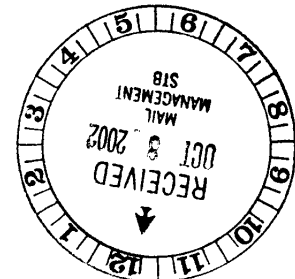
Two (2) fully-executed originals of the above-referenced Partial Termination.

In connection with the recording of the Lease Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

Equipment: 4 Locomotives  
UP 1289, 1290, 1429, 1430



Please record this Partial Termination of Master Lease Agreement as a supplemental agreement to STB Recordation No. 20369-G filed on October 28, 1997 at 10:28 AM. The filing fee of \$30.00 is included in our enclosed Check No. 1869 in the amount of \$90.00.

Summary: Partial Termination of Master Lease Agreement dated as of September 13, 2002 by Helm Financial Corporation for 4 locomotives, UP 1289, 1290, 1429, 1430, to be filed as a supplemental agreement. Please file this Partial Termination as a supplemental agreement to STB Recordation No. 20369-G.

Yours truly,

Sharon L. Van Fossan  
Supervisor Contract Administration

/svf  
Enclosures (2)

PARTIAL TERMINATION OF MASTER LEASE AGREEMENT

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Partial Termination") is dated as of September 13, 2002 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").

1. **Recitals.** Lessor entered into Schedule No. 8 dated as of June 10, 1997 ("**Schedule No. 8**") to the Master Locomotive Lease Agreement dated as of May 1, 1995 ("**Master Lease**") with **Union Pacific Railroad Company**, a Utah corporation, with respect to the four (4) locomotives described in **Schedule A** attached hereto ("**Units**"). The Master Lease and Schedule No. 8 are on file at the Surface Transportation Board of the Department of Transportation ("**STB**") under STB Recordation Nos. 20369 filed on November 19, 1996 at 10:55 AM and 20369-G filed on October 28, 1997 at 10:28 AM, respectively.

Schedule No. 8 was terminated on March 31, 2002. The purpose of this Partial Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** Schedule No. 8 to the Master Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Partial Termination of Master Lease Agreement to be signed in its corporate name as of the date first above written.

HELM FINANCIAL CORPORATION

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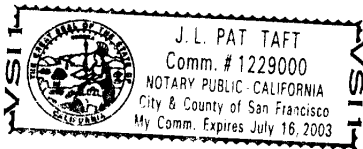
By: Barbara W. Wilson  
Name: Barbara W. Wilson  
Title: Senior Vice President Finance & CFO

STATE OF CALIFORNIA                    )  
  ) S.S.  
COUNTY OF SAN FRANCISCO            )

On September 13<sup>th</sup>, 2002, before me, J. L. Pat Taft, personally  
appeared Barbara W. Wilson, Senior Vice President and Chief Financial  
Officer of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person~~s~~  
whose name~~s~~ ~~is/are~~ subscribed to the within instrument and  
acknowledged to me that ~~he~~/she/~~they~~ executed the same in ~~his~~/her/~~their~~  
authorized capacity~~(ies)~~, and that by ~~his~~/her/~~their~~ signature~~s~~ on  
the instrument the person~~s~~, or the entity upon behalf of which the  
person~~s~~ acted, executed the instrument.



Witness my hand and official seal.

  
SIGNATURE OF THE NOTARY

SCHEDULE A

To the Partial Termination of Maser Lease Agreement  
Dated as of September 13, 2002

THE UNITS

1. Group A Units

Equipment Description:

Two (2), 1500 horsepower, MP15DC locomotives built by EMD 1974.

Reporting

Mark & Number:

UP 1289

UP 1290

2. Group B Units

Equipment Description:

Two (2), 1500 horsepower, MP15AC locomotives built by EMD 1978.

Reporting

Mark & Number:

UP 1429

UP 1430